

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|---|--------------------------|
| -----X | |
| In re | : Chapter 11 Case No. |
| | : |
| MOTORS LIQUIDATION COMPANY, <i>et al.</i> , | : 09-50026 (REG) |
| f/k/a General Motors Corp., <i>et al.</i> | : |
| | : |
| Debtors. | : (Jointly Administered) |
| | : |
| -----X | |

**ORDER GRANTING (I) APPLICATIONS
FOR ALLOWANCE OF INTERIM COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED FROM FEBRUARY 1, 2010 THROUGH MAY 31, 2010
AND (II) THE APPLICATION OF LFR, INC. FOR ALLOWANCE OF INTERIM
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED FROM OCTOBER 1, 2009 THROUGH JANUARY 31, 2010**

Upon consideration of (i) the applications¹ seeking allowance of interim
compensation for professional services rendered and reimbursement of actual and necessary
expenses incurred in connection therewith (collectively, the “**Third Interim Applications**”) for

¹ Docket Nos. 6350, 6351, 6352, 6357, 6506, 6524, 6527, 6528, 6535, 6536, 6538, 6542, 6543, 6544, 6553, 6554, and 6555. The applications of Brownfield Partners, LLC [Docket No. 6541] and LFR, Inc. [Docket No. 6539] for the period February 1, 2010 through May 31, 2010 (the “**Third Compensation Period**”) were adjourned by stipulation [Docket Nos. 7396 and 7397, respectively] to the hearing date to consider applications for the period June 1, 2010 through September 30, 2010 (the “**Fourth Compensation Period**”), which has been scheduled for December 15, 2010 at 2:00 p.m.

the Third Compensation Period,² pursuant to sections 330 and 331 of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), filed by the professionals listed on **Schedule “A”** annexed hereto, (ii) the application of LFR, Inc. (collectively with the professionals listed on Schedule “A,” the “**Retained Professionals**”) seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred in connection therewith (the “**Adjourned LFR Second Interim Application**”) for the Second Compensation Period,³ pursuant to sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016, listed on **Schedule “B”** annexed hereto, (iii) the individual reports and objections of the appointed fee examiner in these chapter 11 cases (the “**Fee Examiner**”) to the Third Interim Applications⁴ and the Adjourned LFR Second Interim Application⁵ (collectively, the “**Fee Examiner Objections**”), (iv) the summary report and recommendation of the Fee Examiner with respect to the interim fee applications scheduled for hearing on October 26, 2010 (including those applications adjourned from September 24, 2010) [Docket No. 7448] (the “**Fee Examiner Report**”), and (v) the responses of the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) with respect to the Third Interim Applications

² Certain applications submitted for the Third Compensation Period cover fees and expenses incurred during the period October 1, 2009 through January 31, 2010 (the “**Second Compensation Period**”) as follows: Caplin & Drysdale, Chartered (October 6, 2009 – May 31, 2010); Deloitte Tax, LLP (January 1, 2010 – May 31, 2010); Togut Segal & Segal, LLP (December 21, 2009 – May 31, 2010); and Dean M. Trafelet in his Capacity as Legal Representative for Future Asbestos Personal Injury Claimants (November 13, 2009 – May 31, 2010).

³ The application of LFR, Inc. [Docket No. 5270] for the Second Compensation Period was adjourned by stipulation and Court order [Docket No. 6166] and was considered at the hearing held on October 26, 2010.

⁴ Docket Nos. 6973, 6974, 6975, 6976, 6977, 6979, 6980, 6984, 7006, 7412, 7413, 7414, 7415, 7416, 7417, 7418, 7419, 7423. The Fee Examiner did not submit an individual report and objection with respect to the application of LFR, Inc. for the Third Compensation Period as this application was adjourned to the hearing date to consider the applications for the Fourth Compensation Period, which has been scheduled for December 15, 2010 at 2:00 p.m.

⁵ Docket No. 7424.

[Docket Nos. 6989 and 7449] (“the **“U.S. Trustee Responses”**”); and upon the replies of certain of the Retained Professionals;⁶ and notice having been given pursuant to Bankruptcy Rule 2002(a)(6) and (c)(2) and the Fourth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures [Docket No. 6750], and it appearing that no other or further notice need be provided; and a hearing having been held on October 26, 2010 (the **“Hearing”**) to consider the Third Interim Applications and the Adjourned LFR Second Interim Application; and the Court having determined that the issues raised by the Fee Examiner and the U.S. Trustee involving hourly rate increases shall be determined at a later date; and it appearing that the amounts set forth on Schedule “A,” Schedule “B,” and Schedule “C” (which Schedule “C” summarizes fees and expenses for the First Compensation Period (June 1, 2009 through September 30, 2009), the Second Compensation Period, and the Third Compensation Period) properly incorporate the Court’s ruling at the Hearing; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that, pursuant to sections 330 and 331 of the Bankruptcy Code, the Third Interim Applications of the Retained Professionals are granted as provided in Schedule “A”;⁷ and it is further

ORDERED that, pursuant to sections 330 and 331 of the Bankruptcy Code, the Adjourned LFR Second Interim Application is granted as provided in Schedule “B”; and it is further

⁶ Docket Nos. 7428, 7494, 7504, and 7537.

⁷ The Fee Examiner and Weil, Gotshal & Manges LLP have a remaining disagreement regarding \$44,211.75 of fees that are provisionally included in the amount awarded to Weil, Gotshal & Manges LLP as specified in Schedule “A.” The Fee Examiner and Weil, Gotshal & Manges LLP will bring this matter to the Court’s attention at a later fee hearing and, if necessary and as determined by the Court, an appropriate adjustment will be made in connection with a subsequent compensation order.

ORDERED that amounts for services rendered by the Retained Professionals in connection with responding to inquiries and objections by the Fee Examiner and/or the U.S. Trustee are carved out of this Order as indicated in Schedule "A," until a ruling with respect to this issue is rendered by this Court; and it is further

ORDERED that payment of ten percent (10%) of the fees awarded herein as set forth on Schedule "A" and Schedule "B" shall continue to be held back until further order of the Court (the "**Holdback**"); and it is further

ORDERED that the Debtors are directed and authorized, upon entry of this Order, to pay each Retained Professional promptly by wire transfer or check all the fees and expenses allowed herein less (i) the Holdback and (ii) the amounts previously paid by the Debtors; *provided, however*, that any prepetition retainers held by the Retained Professionals shall first be applied to satisfy such payments; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
November 23, 2010

s/ Robert E. Gerber
United States Bankruptcy Judge

SCHEDULE A

Current (Third) Compensation Period: February 1, 2010 to May 31, 2010

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, *et al.* (f/k/a General Motors Corp. *et al.*)

| Applicant | Date/Dkt. No. of Application | Fees Requested | Carve Out for Amounts Related to Compensation for the Fee Review Process | Fees Awarded (Including Fees Held Back) | Fees Held Back (10%) | Fees Payable by Debtors | Expenses Requested | Expenses Awarded |
|--|------------------------------|----------------|--|---|----------------------|-------------------------|--------------------|------------------|
| Weil, Gotshal & Manges LLP | 08/05/10 6554 | \$5,316,122.75 | \$48,370.50 | \$5,155,524.18 | \$515,552.42 | \$4,639,971.76 | \$141,489.52 | \$140,036.16 |
| Kramer Levin Naftalis & Frankel LLP | 08/05/10 6538 | \$644,939.25 | \$52,386.50 | \$592,552.75 | \$59,255.28 | \$533,297.47 | \$7,592.26 | \$7,577.26 |
| Caplin & Drysdale, Chartered ¹ | 08/05/10 6553 | \$497,190.25 | \$0.00 | \$483,409.71 | \$48,340.97 | \$435,068.74 | \$50,070.63 | \$49,976.08 |
| Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation | 07/15/10 6352 | \$63,314.50 | \$0.00 | \$61,510.04 | \$6,151.40 | \$55,359.31 | \$3,712.78 | \$3,647.84 |
| Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants | 7/15/10 6350 | \$38,936.00 | \$0.00 | \$37,942.98 | \$3,794.30 | \$34,148.68 | \$2,050.61 | \$1,969.69 |
| Analysis Research Planning Corp. | 7/15/10 6351 | \$16,034.50 | \$0.00 | \$16,034.50 | \$1,603.45 | \$14,431.05 | \$0.00 | \$0.00 |
| Bates White LLC | 08/05/10 6537 | \$198,620.00 | \$0.00 | \$193,714.12 | \$19,371.41 | \$174,342.71 | \$776.00 | \$776.00 |

¹ As per the Bench Decision and Order on Retroactivity of Caplin & Drysdale Retention and Compensation [Docket No. 6360] dated July 16, 2010, the Court extended Caplin & Drysdale's *nunc pro tunc* date from March 5, 2010 to October 6, 2009.

| Applicant | Date/Dkt. No. of Application | Fees Requested | Carve Out for Amounts Related to Compensation for the Fee Review Process | Fees Awarded (Including Fees Held Back) | Fees Held Back (10%) | Fees Payable by Debtors | Expenses Requested | Expenses Awarded |
|---|------------------------------|----------------|--|---|----------------------|-------------------------|--------------------|------------------|
| Butzel Long, a professional corporation | 08/05/10 6542 | \$429,844.75 | \$12,479.75 | \$412,109.20 | \$41,210.92 | \$370,898.28 | \$20,791.35 | \$20,662.12 |
| Deloitte Tax, LLP | 08/05/10 6535 | \$579,353.00 | \$0.00 | \$578,775.47 | \$57,877.55 | \$520,897.92 | \$135.00 | \$120.00 |
| FTI Consulting, Inc. | 08/05/10 6536 | \$2,000,000.00 | \$23,177.44 | \$1,976,822.56 | \$197,682.26 | \$1,779,140.30 | \$11,713.21 | \$10,944.88 |
| Hamilton Rabinovitz & Associates, Inc. | 08/05/10 6528 | \$7,970.00 | \$0.00 | \$7,970.00 | \$0.00 | \$7,970.00 | \$0.00 | \$0.00 |
| Jenner & Block LLP | 08/04/10 6524 | \$38,943.30 | \$0.00 | \$24,493.30 | \$2,449.33 | \$22,043.97 | \$2,390.68 | \$2,390.68 |
| Legal Analysis Systems, Inc. | 08/05/10 6555 | \$34,232.00 | \$0.00 | \$34,232.00 | \$3,423.20 | \$30,808.80 | \$969.19 | \$955.19 |
| Plante & Moran, PLLC | 08/05/10 6527 | \$332,405.34 | \$0.00 | \$330,556.84 | \$33,055.68 | \$297,501.16 | \$5,870.07 | \$5,797.74 |
| The Claro Group, LLC | 08/04/10 6506 | \$527,315.50 | \$0.00 | \$526,809.63 | \$52,680.96 | \$474,128.67 | \$7,886.51 | \$7,592.57 |
| Togut Segal & Segal LLP | 08/05/10 6543, 6544 | \$529,364.00 | \$1,900.00 | \$527,375.00 | \$52,737.50 | \$474,637.50 | \$3,107.43 | \$3,107.43 |

Schedule A

Date: November 23, 2010

Initials: REG, USBJ

SCHEDULE B

Second Compensation Period: October 1, 2009 to January 31, 2010

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, *et al.* (f/k/a General Motors Corp. *et al.*)

| Applicant | Date/Dkt. No. of Application | Fees Requested | Carve Out for Amounts Related to Compensation for the Fee Review Process | Fees Awarded (Including Fees Held Back) | Fees Held Back (10%) | Fees Payable by Debtors | Expenses Requested | Expenses Awarded |
|-----------|------------------------------------|-------------------|--|--|-------------------------|----------------------------|-----------------------|---------------------|
| LFR, Inc. | 3/15/10 5270 | \$1,034,548.40 | \$0.00 | \$1,029,311.35 | \$102,931.14 | \$926,380.21 | \$182,730.34 | \$182,296.20 |

Schedule B

Date: November 23, 2010

Initials: REG, USBJ

SCHEDULE C

Summary: All Compensation Periods
(Including This Period)

Case No.: 09-50026 (REG)

Case Name: In re Motors Liquidation Company, *et al.* (f/k/a General Motors Corp. *et al.*)

| Applicant | Total Fees Requested | Carve Out for Amounts Related to Compensation for the Fee Review Process | Total Fees Awarded (Including Fees Held Back) | Total Fees Held Back (10%) | Total Fees Payable by Debtors | Total Expenses Requested | Total Expenses Awarded |
|--|-----------------------------|---|--|-----------------------------------|--------------------------------------|---------------------------------|-------------------------------|
| Weil, Gotshal & Manges LLP | \$29,130,987.25 | \$48,370.50 | \$28,649,592.05 | \$2,864,959.21 | \$25,784,632.84 | \$1,135,422.00 | \$1,064,235.07 |
| Kramer Levin Naftalis & Frankel LLP | \$6,387,827.50 | \$52,386.50 | \$6,189,928.13 | \$618,992.82 | \$5,570,935.31 | \$123,743.32 | \$120,015.19 |
| Caplin & Drysdale, Chartered | \$497,190.25 | \$0.00 | \$483,409.71 | \$48,340.97 | \$435,068.74 | \$50,070.63 | \$49,976.08 |
| Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation | \$63,314.50 | \$0.00 | \$61,510.35 | \$6,151.04 | \$55,359.31 | \$3,712.78 | \$3,647.84 |
| Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants | \$38,936.00 | \$0.00 | \$37,942.98 | \$3,794.30 | \$34,148.68 | \$2,050.61 | \$1,969.69 |
| Analysis Research Planning Corp. | \$16,034.50 | \$0.00 | \$16,034.50 | \$1,603.45 | \$14,431.05 | \$0.00 | \$0.00 |
| Baker & McKenzie LLP | \$1,262,789.76 | \$0.00 | \$1,046,409.68 | \$104,640.97 | \$941,768.71 | \$21,619.20 | \$21,785.99 |
| Bates White LLC | \$198,620.00 | \$0.00 | \$193,714.12 | \$19,371.41 | \$174,342.71 | \$776.00 | \$776.00 |
| Brownfield Partners, LLC | \$1,012,070.95 | TBD | \$584,493.40 | \$58,449.34 | \$526,044.06 | \$58,706.08 | \$24,849.50 |
| Butzel Long, a professional corporation | \$926,445.75 | \$12,479.75 | \$901,927.31 | \$90,192.73 | \$811,734.58 | \$54,246.20 | \$52,768.37 |

| Applicant | Total Fees Requested | Carve Out for Amounts Related to Compensation for the Fee Review Process | Total Fees Awarded (Including Fees Held Back) | Total Fees Held Back (10%) | Total Fees Payable by Debtors | Total Expenses Requested | Total Expenses Awarded |
|--|----------------------|--|---|----------------------------|-------------------------------|--------------------------|------------------------|
| Deloitte Tax, LLP | \$579,353.00 | \$0.00 | \$578,775.47 | \$57,877.55 | \$520,897.92 | \$135.00 | \$120.00 |
| FTI Consulting, Inc. | \$8,501,702.25 | \$23,177.44 | \$8,478,524.81 | \$847,852.49 | \$7,630,672.32 | \$104,970.23 | \$102,881.44 |
| Hamilton Rabinovitz & Associates, Inc. | \$7,970.00 | \$0.00 | \$7,970.00 | \$0.00 | \$7,970.00 | \$0.00 | \$0.00 |
| Honigman Miller Schwartz and Cohn LLP | \$2,297,160.00 | \$0.00 | \$2,280,456.92 | \$228,045.69 | \$2,052,411.23 | \$16,799.46 | \$16,230.45 |
| Jenner & Block LLP | \$5,034,928.75 | \$0.00 | \$4,964,304.85 | \$496,430.49 | \$4,467,874.36 | \$279,038.91 | \$270,286.42 |
| Jones Day | \$465,693.65 | \$0.00 | \$465,693.65 | \$46,569.37 | \$419,124.28 | \$5,591.62 | \$5,591.62 |
| Legal Analysis Systems, Inc. | \$34,232.00 | \$0.00 | \$34,232.00 | \$3,423.20 | \$30,808.80 | \$969.19 | \$955.19 |
| LFR, Inc. | \$2,679,192.40 | \$0.00 | \$1,660,080.38 | \$166,008.04 | \$1,494,072.34 | \$613,893.94 | \$206,138.94 |
| Plante & Moran, PLLC | \$686,601.04 | \$0.00 | \$684,752.54 | \$68,475.25 | \$616,277.29 | \$11,117.39 | \$10,950.29 |
| The Claro Group, LLC | \$1,368,889.00 | \$0.00 | \$1,344,712.42 | \$134,471.24 | \$1,210,241.18 | \$17,912.97 | \$17,168.44 |
| Togut Segal & Segal LLP | \$529,364.00 | \$0.00 | \$527,375.00 | \$52,737.50 | \$474,637.50 | \$3,107.43 | \$3,107.43 |

Schedule C

Date: November 23, 2010

Initials: REG, USBJ

